


JOHN DEERE

John Deere Company
 Eastern Sales Branch
 Agriculture & Turf Division-Region 4
 2000 John Deere Run, Cary, NC 27513

Harold J. Norman, Jr.
 Division Sales Manager

CONFIDENTIAL

Certified Mail

Return Receipt Requested

5 January 2011

Mr. Jack Jones
 Richland Equipment Company, Inc
 PO Box 518
 Centreville, MS 39631

Re: Dealer Performance Improvement Process (DPI) - Termination

Dear Mr. Jones:

Over the past few years we have communicated with you that your market share performance was unacceptable. Your market share performance has been well below the comparative group average as follows:

Old AOR	Oct-07	Oct-08	Oct-09	Oct-10
Industry Potential (\$000)	\$4.890	\$4.000	\$3.400	\$2.96
In AOR Dealer Sales (\$000)	\$0.520	\$0.240	\$0.280	\$0.43
Dealer Market Share	10.6%	6.0%	8.2%	14.43%
Adjusted Dealer Market Share *				
Dealer Requirement		15.7%	15.7%	20.70%
Current AOR			Oct-09	Oct-10
Industry Potential (\$000)			\$1.900	\$2.24
In AOR Dealer Sales (\$000)			\$0.280	\$0.43
Dealer Market Share			14.7%	19.09%
Dealer Requirement			15.7%	20.70%
Comparative Group Market Share	SM AG		39.1%	36.4%

*Scrapper tractors were backed out of Old AOR industry potential in 2007 and 2008, resulting in revised dealer market share.

Section 3 of your John Deere Agricultural Dealer Agreement provides that the dealer's appointment as a Dealer may be terminated if, "Company believes that Dealer is not fulfilling the requirements of his appointment." One of the requirements of your appointment as a John Deere dealer is based on Section 1 of the Dealer Agreement which states, "Dealer agrees to use his best efforts to promote, sell and service Goods. The Dealer further agrees to achieve sales objectives and market penetration within Dealer's Area of Responsibility satisfactory to Company."



You have had ample opportunity to correct or take appropriate action toward correcting performance deficiencies in Richland Equipment Company, Inc 's operations. However, the performance deficiencies have not been corrected. Accordingly, you are hereby formally notified that John Deere has elected to terminate your John Deere Agricultural Dealer Agreement, as well as any other agreements that may exist between Richland Equipment Company, Inc and Deere & Company, or any of its affiliates, including John Deere Financial, effective 180 days from the date of this letter, which is 3 July 2011. This termination shall not affect the security interest granted to John Deere pursuant to any Personal Guaranties or Security Agreements as to any goods (whole goods, attachments, bundles, parts, etc.), proceeds or other described collateral, that has or will attach prior to termination and your payment of all monies owed to John Deere.

Sincerely,



Harold J. Norman, Jr.
Division Sales Manager

cc: Robert Dyar, Territory Manager
Jennifer Fleck, Sales Support Territory Manager

015326

Centreville, MS
AOR & Market Share Performance Recap Attachment

		Old Area of Responsibility (AOR)			New Area of Responsibility (AOR)		
		Large Ag	Small Ag	Utility	Large Ag	Small Ag	Utility
LA	East Baton Rouge	15%	15%	10%	55%	55%	10%
LA	East Feliciana	85%	85%	85%	100%	100%	70%
LA	St. Helena	60%	60%	30%	70%	70%	10%
LA	West Feliciana	20%	20%	20%	90%	90%	45%
MS	Adams	10%	10%	10%	70%	70%	10%
MS	Amite	55%	55%	55%	85%	85%	10%
MS	Franklin	35%	35%	25%	15%	15%	10%
MS	Wilkinson	100%	100%	100%	15%	15%	10%

Historical Dealer Performance

Note: Achieving the market share requirement in either the old or current AOR will be considered as achieving the requirement.

Old AOR	Oct-07	Oct-08	Oct-09	Oct-10	Oct-11	Oct-12
Industry Potential (\$000)	\$ 4.890	\$ 4.000	\$ 3.400	\$ 2.96		
In AOR Dealer Sales (\$000)	\$ 0.520	\$ 0.240	\$ 0.280	\$ 0.43		
Dealer Market Share	10.6%	6.0%	8.2%	14.43%		
Adjusted Dealer Market Share *						
Dealer Requirement		15.7%	15.7%	20.70%		
Requirement Met		No	No	No		
Current AOR			Oct-09	Oct-10	Oct-11	Oct-12
Industry Potential (\$000)			\$ 1.900	\$ 2.24		
In AOR Dealer Sales (\$000)			\$ 0.280	\$ 0.43		
Dealer Market Share			14.7%	19.09%		
Dealer Requirement			15.7%	20.70%		
Requirement Met			No	No		
Comparative Group Market Share	SM AG		39.1%	36.4%		

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